

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Paul	MI: H	Last Name: Kuzia	Suffix:
80) Title: Exec. VP, Tech. and Reg. Affairs			
Signature: Paul H Kuzia		81) Date: 12/13/99	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Paul MI: H Last Name: Kuzia Suffix:

83) Title: Exec. VP, Tech. and Reg. Affairs

Signature: Paul H Kuzia 84) Date: 12/13/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KAA814					
KAF241					
KAF636					
KAI927					
KAL879					
KDN402					
KDN407					
KDS634					
KDS790					
KEA774					
KEC937					
KED364					
KEJ884					
KEK289					
KEZ49					
KFL885					
KFL919					
KFL955					
KFQ921					
KKB428					
KKB613					
KKB646					

KKB673
KKB715
KKO352
KKX707
KLF534
KLF561
KLF586
KLF595
KLF621
KNKB334
KNKB353
KNKB366
KNKB369
KNKB435
KNKB641
KNKB661
KNKB802
KNKB893
KNKC245
KNKC279
KNKC302
KNKC303
KNKC407
KNKC631
KNKC654
KNKC748
KNKC831
KNKC855
KNKC856
KNKC874
KNKC877
KNKD567
KNKD689
KNKD745
KNKD821
KNKD840
KNKD851
KNKD972
KNKE202
KNKE203
KNKE204
KNKE262
KNKE263
KNKE277
KNKG547
KNKG578
KNKG724
KNKG758
KNKG852
KNKG877

KNKI368
KNKI641
KNKI723
KNKI762
KNKI911
KNKI926
KNKI944
KNKI948
KNKI998
KNKI999
KNKJ317
KNKJ323
KNKJ449
KNKJ453
KNKJ556
KNKJ560
KNKJ564
KNKJ568
KNKJ660
KNKJ673
KNKJ730
KNKK313
KNKK504
KNKK549
KNKK654
KNKK663
KNKK696
KNKK713
KNKK732
KNKK752
KNKL500
KNKL635
KNKL739
KNKM259
KNKM265
KNKM522
KNKM552
KNKM553
KNKM565
KNKM725
KNKM726
KNKM727
KNKM866
KNKM917
KNKM967
KNKO561
KNKP237
KNKP263
KNKP264

KNKP451
KNKP456
KNKP781
KNLM261
KNLM443
KNLM496
KNLR511
KNLR523
KNLR547
KNLR552
KNLR555
KNLR566
KNLR570
KNLR572
KNLR578
KNLR584
KNLR591
KNLR592
KNLR594
KNLR604
KNLR610
KNLR615
KNLR618
KNLR643
KNLR664
KNLR667
KNLR677
KNLR850
KNLS285
KNLS286
KNLS683
KOA264
KOA733
KOA739
KOE252
KOK331
KOK419
KON911
KON919
KOP306
KOP312
KOP329
KPA311
KPA317
KPA418
KPD734
KPD909
KPD926
KPD955
KPD992

KPE418
KQZ775
KQZ796
KRH646
KRH654
KRH672
KRH673
KRM972
KRS626
KRS644
KRS648
KRS680
KRS691
KRS707
KSV898
KSV903
KSV909
KSV916
KSV922
KSV932
KSV937
KSV938
KSV946
KSV961
KSV966
KSV968
KSV970
KSV971
KTS219
KTS225
KTS238
KTS255
KTS258
KUA288
KUC852
KUC853
KUC894
KUC895
KUC935
KUC936
KUC938
KUC957
KUC979
KUC996
KUO581
KUO603
KUO606
KUO612
KUO625

KUS230
KUS296
KUS331
KUS339
KUS383
KUS411
KWH323
KWH325
KWT901
KWT907
KWT950
KWT957
KWT974
KWT976
KWT987
KWU201
KWU267
KWU328
KWU351
KWU366
KWU369
KWU438
KWU458
WGX437
WGX438
WGX439
WHE427
WHE437
WHE438
WHE440
WHE441
WHE442
WHQ455
WHQ456
WLB854
WLB855
WLN790
WQZ998
WRV297
WSI688
WXS279
KAF648
KFL930
KIR205
KKH476
KKI452
KKV690
KNKB582
KNKB622
KNKB627

KNKB876
KNKC219
KNKC343
KNKC418
KNKD501
KNKD522
KNKG538
KNKG723
KNKK239
KNKK591
KNKP398
KOR933
KQK577
KQK720
KRM951
KSV891
KSV963
KTS237
KUC845
KUC937
KUC954
KUO571
KUO623
KUS369
KWA673
KWU357
KWU359
KWU404
KWU478
WQZ500
WRW232

Attachment Type	Date	Description	Contents
Other	12/13/99	Main Pleading/Description of Transaction	<u>17537049.0.pdf</u>

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 12/13/1999 at 01:13PM File Number: 0000053848
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? Yes
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): ARCH CONNECTICUT VALLEY INC			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: 1800 W PARK DRIVE STE 250	
16) City: WESTBOROUGH	17) State: MA	18) Zip: 01581	
19) Telephone Number: (508)870-6700		20) FAX: (508)898-1953	
21) E-Mail Address: KCHAGNON@ARCH.COM			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Shareholders of Arch Communications Group, Inc. (pre-merger)			
26) P.O. Box:	And / Or	27) Street Address: 1800 West Park Drive, Suite 250	
28) City: Westborough	29) State: MA	30) Zip: 01581	
31) Telephone Number: (508)870-6700		32) FAX: (508)898-1953	
33) E-Mail Address: kchagnon@arch.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Kathryn	MI: A	Last Name: Zachem	Suffix:
35) Company Name: Wilkinson Barker Knauer, LLP			
36) P.O. Box:	And / Or	37) Street Address: 2300 N Street, N.W., Suite 700	
38) City: Washington	39) State: DC	40) Zip: 20037	
41) Telephone Number: (202)783-4141		42) FAX: (202)783-5851	
43) E-Mail Address: kzachem@wbklaw.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): SHAREHOLDERS OF ARCH COMMUNICATIONS GROUP, INC.			
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1800 WEST PARK DRIVE STE 250	
53) City: WESTBOROUGH	54) State: MA	55) Zip: 01581	
56) Telephone Number: (508)870-6700		57) FAX: (508)898-1953	
58) E-Mail Address: KCHAGNON@ARCH.COM			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: KATHRYN	MI: A	Last Name: ZACHEM	Suffix:
60) Company Name: WILKINSON BARKER KNAUER, LLP			
61) P.O. Box:	And / Or	62) Street Address: 2300 N STREET NW, SUITE 700	
63) City: WASHINGTON	64) State: DC	65) Zip: 20037-1128	
66) Telephone Number: (202)783-4141		67) FAX: (202)783-5851	
68) E-Mail Address: KZACHEM@WBKLAW.COM			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Paul	MI: H	Last Name: Kuzia	Suffix:
80) Title: Exec. VP, Tech. and Reg. Affairs			
Signature: Paul H Kuzia		81) Date: 12/13/99	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers See <i>Memorandum Opinion and Order</i> , 13 FCC Rd. 6293 (1998).			
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.			
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.			
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.			
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.			
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.			
82) Typed or Printed Name of Party Authorized to Sign			
First Name: Paul	MI: H	Last Name: Kuzia	Suffix:
83) Title: Exec. VP, Tech. and Reg. Affairs			
Signature: Paul H Kuzia		84) Date: 12/13/99	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KCB892					
KCC266					
KCC790					
KCI304					
KDS296					
KNKC725					
KNKC838					
KNKC861					
KNKG470					
KNKG471					
KNKG540					
KNKJ292					
KNKJ296					
KNKJ305					
KNKK666					
KPD916					
KPE438					
KUC920					
KUS271					
KWU411					
WLK723					
WLK724					
WLK725					
WLN429					
WLN431					
WLN432					
WLN433					
WNTF824					
WXS329					
KNKJ989					
WLN430					

Attachment Type	Date	Description	Contents
Other	12/13/99	Main Pleading/Description of Transaction	<u>17537074.0.pdf</u>

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 12/13/1999 at 12:11PM File Number: 0000053844
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? Yes
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000
11) First Name (if individual):	MI: Last Name: Suffix:
12) Entity Name (if not an individual): Arch Paging Inc	
13) Attention To:	
14) P.O. Box:	And / Or 15) Street Address: 1800 W Park Dr Ste. 250
16) City: Westborough	17) State: MA 18) Zip: 01581
19) Telephone Number: (508)870-6700	20) FAX: (508)898-1953
21) E-Mail Address: kchagnon@arch.com	

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Shareholders of Arch Communications Group, Inc. (pre-merger)			
26) P.O. Box:	And / Or	27) Street Address: 1800 West Park Drive, Suite 250	
28) City: WESTBOROUGH		29) State: MA	30) Zip: 01581
31) Telephone Number: (508)870-6700		32) FAX: (508)898-1953	
33) E-Mail Address: kchagnon@arch.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: KATHRYN	MI: A	Last Name: ZACHEM	Suffix:
35) Company Name: WILKINSON BARKER KNAUER, LLP			
36) P.O. Box:	And / Or	37) Street Address: 2300 N Street, N.W., Suite 700	
38) City: WASHINGTON		39) State: DC	40) Zip: 20037
41) Telephone Number: (202)783-4141		42) FAX: (202)783-5851	
43) E-Mail Address: KZACHEM@WBKLAW.COM			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): SHAREHOLDERS OF ARCH COMMUNICATIONS GROUP, INC.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1800 WEST PARK DRIVE STE 250	
53) City: WESTBOROUGH		54) State: MA	55) Zip: 01581
56) Telephone Number: (508)870-6700		57) FAX: (508)898-1953	
58) E-Mail Address: KCHAGNON@ARCH.COM			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: KATHRYN	MI: A	Last Name: ZACHEM	Suffix:
60) Company Name: WILKINSON BARKER KNAUER, LLP			
61) P.O. Box:	And / Or	62) Street Address: 2300 N STREET NW, SUITE 700	
63) City: WASHINGTON		64) State: DC	65) Zip: 20037-1128
66) Telephone Number: (202)783-4141		67) FAX: (202)783-5851	
68) E-Mail Address: KZACHEM@WBKLAW.COM			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Paul	MI: H	Last Name: Kuzia	Suffix:
80) Title: Exec. VP, Tech. & Reg. Affairs			
Signature: Paul H Kuzia		81) Date: 12/13/99	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Paul MI: H Last Name: Kuzia Suffix:

83) Title: Exec. VP, Tech. & Reg. Affairs

Signature: Paul H Kuzia

84) Date: 12/13/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KDS762					
KGH857					
KGI780					
KIE366					
KIG303					
KIY532					
KIY733					
KIY734					
KIY757					
KIY761					
KIY773					
KJU813					
KKB398					
KKB464					
KKB498					
KKB543					
KKB545					
KKB548					
KKB637					
KKB638					
KKB713					
KKB731					

KLF500
KLF570
KLF572
KLF577
KLF592
KLF653
KNKB232
KNKB293
KNKB368
KNKB445
KNKB585
KNKB624
KNKB712
KNKB945
KNKB948
KNKC220
KNKC221
KNKC338
KNKC415
KNKC481
KNKC714
KNKC721
KNKC747
KNKC769
KNKC775
KNKC883
KNKC950
KNKD253
KNKD255
KNKD436
KNKD602
KNKD734
KNKD915
KNKD974
KNKD975
KNKD985
KNKD989
KNKG495
KNKG823
KNKG827
KNKG830
KNKI290
KNKI369
KNKI385
KNKI389
KNKI421
KNKI446
KNKI494
KNKI663
KNKI805

KNKI928
KNKI949
KNKJ215
KNKJ225
KNKJ277
KNKJ312
KNKJ455
KNKJ492
KNKJ570
KNKK211
KNKK222
KNKK274
KNKK275
KNKK327
KNKK346
KNKK356
KNKK551
KNKK555
KNKK602
KNKK606
KNKK631
KNKK749
KNKK810
KNKK935
KNKK939
KNKK957
KNKL685
KNKL719
KNKL724
KNKL791
KNKL792
KNKM292
KNKM348
KNKM362
KNKM702
KNKM703
KNKM785
KNKM991
KNKO475
KNKO524
KNKO525
KNKO567
KNKO698
KNKP213
KNKS215
KNKS217
KNKS222
KNLM384
KNLM656
KNLM808

KNLN356
KNLP460
KNLP554
KPA357
KPD750
KPD950
KQA646
KQA770
KQB688
KQC576
KQC875
KQC877
KQK592
KQK595
KQK710
KQK733
KQZ704
KQZ743
KQZ778
KRH665
KRM965
KSJ770
KSJ823
KSV920
KSV947
KSV960
KUC871
KUC927
KUC928
KUC929
KUC956
KUC973
KUC994
KUD200
KUD225
KUO557
KUO558
KUO559
KUO620
KUS226
KUS298
KUS347
KUS390
KUS409
KWB402
KWH322
KWH334
KWU348
KWU361
KWU363

KWU442
KWU443
KWU446
KWU447
KWU468
WHO364
WHO365
WHO415
WHO418
WHO618
WHO619
WMK881
WMK882
WMK883
WNES202
WNES203
WNES204
WNTF871
WPNL502
WPOK547
WPOK548
WPOK554
WPOK555
WPOK556
WPOK557
WPOK558
WQZ653
WQZ663
WRD354
WRV290
WRV909
WRW240
WXS215